

7102 RR
RECORDATION NO. _____ Filed & Recorded

MAY 24 1974 -11 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
January 1, 1974, among BETHLEHEM STEEL
CORPORATION (hereinafter called the Manu-
facturer), TRAILER TRAIN COMPANY (herein-
after called the Lessee), FIRST SECURITY
BANK OF UTAH, NATIONAL ASSOCIATION (herein-
after called the Owner), acting as trustee
for National Express Company, Inc., and
Manufacturers Hanover Trust Company (herein-
after called the Trustee).

WHEREAS the Manufacturer and the Lessee have entered
into a Manufacturing Agreement dated as of July 1, 1973, and
such Manufacturing Agreement has been amended by the Amendment
Agreements dated as of July 15, 1973, August 15, 1973, and
December 1, 1973, respectively (such Manufacturing Agree-
ment, as so amended, being hereinafter called the Manufac-
turing Agreement); and

WHEREAS the Lessee has assigned its rights to pur-
chase and take delivery of certain units of railroad equipment
described in the Manufacturing Agreement to the Owner pursuant
to an Assignment of Manufacturing Agreement dated as of July 1,
1973 (hereinafter called the Assignment); and

WHEREAS the Owner and the Lessee have entered into

a Lease of Equipment dated as of July 1, 1973, and such Lease of Equipment has been amended by the Amendment Agreement dated as of December 1, 1973 (such Lease of Equipment, as so amended, being hereinafter called the Lease); and

WHEREAS the Trustee, the Lessee, the Owner and certain other owners have entered into an Equipment Trust Agreement dated as of October 1, 1973 (hereinafter called the Equipment Trust Agreement); and

WHEREAS the Manufacturing Agreement, the Lease, and the Equipment Trust Agreement have been filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act; and

WHEREAS certain units of railroad equipment are listed in the Manufacturing Agreement, the Assignment, the Lease and the Equipment Trust Agreement as being subject thereto, but such units have not been delivered and accepted pursuant to the terms thereof on or before December 31, 1973; and

WHEREAS, according to the terms of the Manufacturing Agreement, the Assignment, the Lease and the Equipment Trust Agreement, such units of railroad equipment as are not delivered and accepted on or prior to December 31, 1973, are excluded from the Manufacturing Agreement, the Assignment, the Lease and the Equipment Trust Agreement; and

WHEREAS the parties hereto desire to amend the Manufacturing Agreement, the Assignment, the Lease and the Equipment Trust Agreement to show the exclusion of such units for the public record.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Manufacturing Agreement is hereby amended to exclude from Annex A thereto two 89' 4" 70-ton capacity, all-purpose flat cars numbered 971938 and 971939 (hereinafter called the Excluded Equipment).

2. The Assignment is hereby amended to exclude from Schedule A thereto the Excluded Equipment.

3. The Lease is hereby amended to exclude from Schedule A thereto the Excluded Equipment.

4. The Equipment Trust Agreement is hereby amended to exclude from Schedule B thereto the Excluded Equipment.

5. The foregoing amendments are deemed effective as of January 1, 1974.

6. The Lessee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BETHLEHEM STEEL CORPORATION,

by

A. M. Reed
Vice President

[Corporate Seal]

Attest:

G. L. Frankfield
Assistant Secretary

TRAILER TRAIN COMPANY,

by

W. S. [Signature]
Vice President-Finance and
Treasurer

[Corporate Seal]

Attest:

D. G. Walsh
Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as trustee,

by

M. Bridges
Authorized Officer

[Corporate Seal]

Attest:

[Signature]
Authorized Officer

MANUFACTURERS HANOVER TRUST COMPANY,

by

Vice President

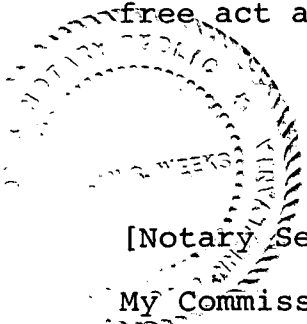
[Corporate Seal]

Attest:

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA,)
COUNTY OF LEHIGH,) SS.:
)

On this 9th day of May 1974, before me
personally appeared A. M. REED, to me
personally known, who, being by me duly sworn, says that
he is a Vice President of BETHLEHEM STEEL CORPORATION, that
one of the seals affixed to the foregoing instrument is
the corporate seal of said corporation and that said
instrument was signed and sealed on behalf of said corpora-
tion by authority of its Board of Directors, and he acknowl-
edged that the execution of the foregoing instrument was a
free act and deed of said corporation.



Evelyn S. Weeks
Notary Public

My Commission Expires
City of Bethlehem
Lehigh County
October 13, 1974

STATE OF ILLINOIS,) ss.:
COUNTY OF COOK,)

On this 17th day of May 1974, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is the Vice President-Finance and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Stendy L. Janisch
Notary Public

[Notarial Seal]

My Commission expires 2-17-75

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this day of May 1974, before me
personally appeared *M. E. Bridges* ,
to me personally known, who, being by me duly sworn, says
that he is an authorized officer of FIRST SECURITY BANK OF
UTAH NATIONAL ASSOCIATION, that one of the seals affixed to
the foregoing instrument is the corporate seal of said asso-
ciation, that said instrument was signed and sealed on behalf
of said association by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said association.

Lurina B. Eickens

Notary Public

[Notarial Seal]

My Commission expires My Commission Expires Nov. 11, 1975

STATE OF NEW YORK,)
) SS.:
COUNTY OF NEW YORK,)

On this day of May 1974, before me
personally appeared ,
to me personally known, who, being by me duly sworn, says
that he is a Vice President of MANUFACTURERS HANOVER TRUST
COMPANY, that one of the seals affixed to the foregoing
instrument is the corporate seal of said trust company, that
said instrument was signed and sealed on behalf of said trust
company by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said trust company.

Notary Public

[Notarial Seal]